


**FOR PROFIT CORPORATION
UNIFORM BUSINESS REPORT (UBR)**

FILED
May 09, 2005 8:00 am
Secretary of State

05-09-2005 90287 032 ***550.00

DOCUMENT # 858093 1. Entity Name CALLON PETROLEUM OPERATING COMPANY	
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DO NOT WRITE IN THIS SPACE

14017419

2. Principal Place of Business 200 N. CANAL ST. Suite, Apt. #, etc.	3. Mailing Address P.O. BOX 1287 Suite, Apt. #, etc.
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DO NOT WRITE IN THIS SPACE

City & State NATCHEZ, MS	City & State NATCHEZ, MS	4. FEI Number 94-0744280	Applied For <input type="checkbox"/> Not Applicable
Zip 39120	Country USA	Zip 39121	Country USA

5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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DO NOT WRITE IN THIS SPACE

7. Name and Address of Current Registered Agent	
Name	CT CORPORATION SYSTEM
Street Address (P.O. Box Number is Not Acceptable)	1200 SOUTH PINE ISLAND ROAD
City	PLANTATION
State	FL
Zip Code	33324

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

January 1 - May 1 Fee is \$150.00
After May 1, Fee is \$550.00
Amended UBR is \$61.25
Make Check Payable to Florida Department of State

9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>	\$5.00 May Be Added to Fees
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10. OFFICERS AND DIRECTORS			
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD FRED L. CALLON 200 N. CANAL ST; NATCHEZ, MS 39120	TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP JOHN S. WEATHERLY 200 N. CANAL ST; NATCHEZ, MS 39120	TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SEC ROBERT A. MAYFIELD 200 N. CANAL ST; NATCHEZ, MS 39120	TITLE NAME STREET ADDRESS CITY - ST - ZIP	DO NOT WRITE IN THIS SPACE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP STEPHEN F. WOODCOCK 200 N. CANAL ST; NATCHEZ, MS 39120	TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP THOMAS E. SCHWAGER 200 N. CANAL ST; NATCHEZ, MS 39120	TITLE NAME STREET ADDRESS CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T RODGER W. SMITH 200 N. CANAL ST; NATCHEZ, MS 39120	TITLE NAME STREET ADDRESS CITY - ST - ZIP	

CR2E034B (12/02)

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or on an attachment with an address, with all other like empowered.

SIGNATURE: Robert A. Mayfield ROBERT A. MAYFIELD 05/02/05 601-442-1601
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #